Certificate of Incorporation

CB Holdings LLC

1. Name and formation

1.1. Name of company

The name of the corporation is CB Holdings LLC.

1.2. In-Game Company Name

The corresponding in-game company name is CBHoldings.

1.3. Type of Entity

CB Holdings LLC is incorporated as a Limited Liability Company.

1.4. Incorporator

The incorporator of CB Holdings LLC is founder and owner, ChefBom.

1.5. Purpose

The purpose of CB Holdings LLC (hereafter referred to as CB Holdings) is to engage in any lawful act or activity for which limited liability companies may be organized under the laws of the Commonwealth of Redmont. Without limiting the foregoing, CB Holdings specific purposes include acquiring, holding, managing, operating, and disposing of interests in businesses and other ventures, and conducting, directly or through trade names, the business operations owned by CB Holdings.

2. Ownership and Management

2.1. Management structure

CB Holdings LLC shall be member-managed.

2.2 Membership classes

CB Holdings LLC will have one class of members.

(a) Member

2.3 Initial Membership Register

CB Holdings LLC initial membership register shall be as follows:

Member: ChefBom - 100% membership interest.

3. Capital Contributions

3.1. Initial Contributions

ChefBom shall do an initial capital investment of $1,000.00.

3.2. Additional Contributions

The members may contribute capital to CB Holdings LLC as they see fit to account for expenses or expansion.

4. Membership Interests

4.1. Membership interests shall be recorded in the Member Register.

4.2. Membership interests shall determine ownership percentages, profit distributions, and voting power unless otherwise specified.

4.3. The members collectively shall be responsible for maintaining the Member Register and the Company Docket, with one author of the Register and Docket being selected amongst the members by majority vote.

5. Profit and Loss Distribution

5.1. Profit Distribution

All profits shall be distributed amongst the Members evenly as according to their percentage of ownership in the company.

5.2. Loss Distribution

Losses will be taken on by CB Holdings LLC and its capital, rather than any one specific member. It is not the duty of one specific member to make up for losses of the company unless they choose to do so of their own accord or the loss was a liability of said member. CB Holdings LLC shall not put unduly liability on members.

5.3. Fiduciary Duty Breach:

If a member can be proven to have breached fiduciary duty, clause 5.2 is null and void, and the member is liable to repay CB Holdings LLC.

6. Voting and Decision Making

6.1. Member Voting

Given CB Holdings LLC only has one member, all decisions reserved to the members defined in this Certificate or in the Corporate Entities Act shall be decided solely by the member .

6.2. Quorum Size

A quorum for meeting of the members shall be determined as 50% or higher of the member body.

7. Admission and Removal of Members

7.1. Member Admission

New members may be admitted upon approval of the existing member(s) by member resolution. This is to be done at the sole discretion of the member body. New members are required to commit with a certain amount of capital, decided by the existing member(s), to be admitted.

7.2. Member Removal

A member may be removed as provided in the Corporate Entities Act.

7.3. Member Resignation

Members may voluntarily resign by written notice to CB Holdings LLC and the member pool.

8. Transfer of Membership

8.1. Transfer of Membership

CB Holdings LLC may approve a transfer of membership and membership interest between different individuals or to and from legal entities via a resolution and vote of the member body.

8.2. Record-keeping Of Transfers

All transfers must be recorded in the Register and submitted to the Docket before they can be considered effective.

9. Member Register

9.1. Member Register

A register of all members shall be kept in the Company Docket. This Member Register has sole final authority of determining membership. Any claimed memberships not in the Register shall be considered null and void.

9.2. Author's Duty to Update

As said in clause 4.3 of this Certificate, an Author shall be elected amongst the members to update the Register. It is the duty of the Author to update this document to be as reliable as possible.

9.3. Register Contents

The Register shall list the names of all members, as well as their member class and the percentage of the company that they own. No individual within a member class shall have any more or any less voting power than all other individuals in that class.

10. Bylaws

10.1. Bylaws

Bylaws may be adopted by CB Holdings LLC to govern internal affairs and organizational matters.

10.2. Superseding Natures

The rules in this Certificate shall overrule all Bylaws.

10.3. Creation of Bylaws

Bylaws will be created by a vote amongst all Members, with a 75% or higher vote creating the bylaw.

11. Roles and Responsibilities

11.1 Member

Members shall do all jobs listed in the various areas of this Certificate given to them, as well as run day-to-day managing operations that are not delegated to employees.

11.2. Author

See 9.2.

12. Withdrawal of Company Capital

12.1. Withdrawal of Capital

Any capital withdrawn from the reserves of a member's contribution, subject to outstanding liabilities or Company assets, shall be returned to the member once able.

13. Amendments

13.1. Amendment Process

Amendments in this Certificate require a 60% or higher vote amongst all members to undergo.

13.2. Liability

Any amendments increasing personal liability to members must be explicitly okay-ed by said members.

14. Dissolution

14.1. Dissolution Requirements

CB Holdings LLC may be dissolved upon a 75% vote from members.

14.2. Dissolution Process

This Company shall be dissolved according to processes outlined in the Corporate Entities Act.

15. Effective Date

15.1. Effective Date

This Certificate shall be in effect starting at the exact moment of the approval of this Certificate by the Department of Commerce.